

DECLARATION AND POWER OF ATTORNEY

We, Jason Gosior, Kip Hampson, Lee Kruszewski, and John Sobota hereby declare that we are the original and first inventors of the subject matter set forth in the enclosed Patent Application entitled:

WIRELESS AUDIO SYSTEM.

We have assigned all interest in the Patent Application and in the resulting patent to Eleven Engineering Inc. We further declare that our residences and home mailing addresses are set forth below, and that each of us is a citizen of Canada.

We have reviewed and understand the contents of the referenced Patent Application, including the claims as amended by any amendment specifically referred to in this Declaration and Power of Attorney, and we acknowledge the duty to disclose information material to patentability in accordance with Title 37, CFR 1.56(a).


We appoint the following attorney to prosecute this Patent Application and to transact all business in the United States Patent and Trademark Office on our behalf, and direct that all correspondence be sent to:

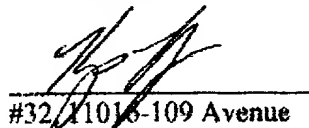
Alan J. Atkinson
Registration No. 30,993
P.O. Box 270161
Houston, Texas 77277-0161

We declare that all statements made herein of our own knowledge are true and correct and that all statements made on information and belief were made with the knowledge that willful false statements are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code, and that willful false statements may jeopardize the validity of the Patent Application or any patent issued thereon. We declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct, as executed on the date identified below.

Jason Gosior

Kip Hampson


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Edmonton, Alberta
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#32, 11016-109 Avenue
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Date Feb. 14, 2001

Date 2/14/01

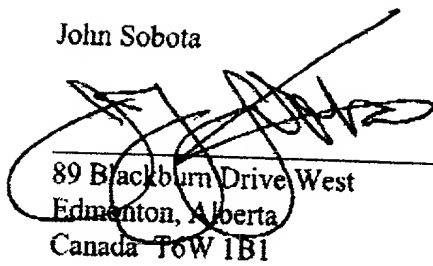
Lee Kruszewski

Lee Kruszewski

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Date Feb. 14, 2001

John Sobota



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Date Feb 14, 2001

VERIFIED STATEMENT OF INDEPENDENT INVENTOR STATUS

Applicants: Jason Gosior, Kip Hampson, Lee Kruszewski, John Sobota

Assignee: Eleven Engineering Inc.

Application: Wireless Audio System

I declare that Eleven Engineering Inc. owns all rights to the referenced Patent Application and that Eleven Engineering Inc. qualifies as a small business concern as defined in 37 CFR 1.9 for the purpose of paying reduced fees under Section 41(a) and (b) of Title 35, United States Code, to the Patent and Trademark Office with regard to the referenced Application, a specification of which is enclosed.

Eleven Engineering Inc. has not assigned, granted, conveyed or licensed and is under no obligation under contract or law to assign, grant, convey or license, any rights in the invention to any person who could not be classified as an independent inventor under 37 CFR 1.9(c) if that person had made the invention, or to any concern which would not qualify as a small business concern under 37 CFR 1.9(e), or to a nonprofit organization under 37 CFR 1.9(e).

Eleven Engineering Inc. acknowledges the duty to file in this Application, notification of any change in status resulting in loss of entitlement to small business concern status prior to paying, or at the time of paying, the earliest of the issue fee or any maintenance fee due after the date on which status as a small business concern is no longer appropriate.

On behalf of Eleven Engineering Inc. I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true, and that these statements are made with the knowledge that willful false statements are punishable by fine or imprisonment, or both, and that willful false statements may jeopardize the validity of the Application, any patent issuing thereon, or any patent to which this verified statement is directed.

ELEVEN ENGINEERING INC.

By: 

Title: CEO

Date: 2/14/2001